

Exhibit 3

Deposition Transcript of Jason Crawford
April 13, 2022

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

HUDSON TECHNOLOGIES, INC.;)
HUDSON TECHNOLOGIES)
COMPANY, F/K/A ASPEN)
REFRIGERANTS, INC.,)
Plaintiffs,)
vs.) CASE
RGAS, LLC,) NO: 1:21-CV-00297 (JPO)
Defendant.)

DEPOSITION OF JASON M. CRAWFORD

DALLAS, TEXAS

WEDNESDAY, APRIL 13, 2022

(Reported Remotely)

REPORTED BY: TANYA L. VERHOVEN-PAGE,
CCR-B-1790

JOB NO. 209700

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2 A The end of December, December 31st, 2020.

3 Q And was your employment terminated or did
4 you resign?

5 MS. GABAY: Objection to form.

6 THE WITNESS: Terminated.

7 BY MR. DOROGHAZI:

8 Q Was a reason given to you why you were
9 terminated?

10 A The business wasn't performing as
11 Mr. Combs had anticipated. The return on investment
12 wasn't -- was about nonexistent. I mean, the returns
13 weren't good. So early to mid part of 2020, he
14 decided to exit the business and sell the remaining
15 inventory and told me that my job would -- would come
16 to an end at the end of the year.

17 So my -- that was -- and he was, you
18 know, not going to sell refrigerant any longer. Just
19 essentially get out of the refrigerant business at
20 that time.

21 Q Was your termination in any way connected
22 with the Hudson transaction in any way? Meaning --
23 let me re-ask it.

24 Was your termination in any way connected
25 to how the Hudson transaction occurred?

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2 that was his decision, not my decision.

3 BY MR. DOROGHAZI:

4 Q Fair enough. But was Mr. Combs' view
5 that the return on investment was not sufficient in
6 the refrigerant gas market and that's why he wanted
7 to exit it?

8 A Yes, the money -- yeah, the return was
9 not sufficient.

10 Q And I think that you mentioned, at some
11 point in 2020, the price of refrigerant gasses was
12 depressed; is that right?

13 A Depressed, they were at historical lows.

14 Q And was that in the first part of 2020?

15 A To the best of my knowledge and
16 recollection, it was all of -- pretty much all of
17 2020.

18 Q Okay. I think I saw in one of the
19 documents a mention of a company or a thing called
20 BMP. Does that ring a bell?

21 A BM?

22 Q Yeah, BMP.

23 A Yes.

24 Q What is that?

25 A The BMP, if you're referring to

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2 the president of RGAS to go out and solicit bids for
3 someone to purchase the inventory of RGAS?

4 A Yes, I was -- that was -- yeah.

5 Q And do you recall when you started
6 soliciting bids for the sale of RGAS' inventory?

7 A I don't know the specific dates. You
8 know, approximately, I think, the mid part of 2020.

9 Q Got it. And do you recall ever reaching
10 out to Brian Coleman at any point about the sale of
11 RGAS' gasses inventory?

12 A Yes.

13 Q And who is Brian Coleman?

14 A Brian Coleman, currently, I think -- to
15 the best of my knowledge -- is the CEO of Hudson
16 Technologies, refrigerant distribution.

17 Q And why did you contact Brian?

18 A We were wanting Hudson -- or to gauge
19 Hudson's interest in purchasing the remaining
20 inventory of RGAS.

21 Q And I assume you reached out to Hudson
22 because it's a refrigerant gas company, you thought
23 they might be interested in buying the inventory?

24 MS. GABAY: Objection to form.

25 THE WITNESS: Yes, they're -- I

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BY MR. DOROGHAZI:

Q And as the president of a refrigerant gas company, did you do anything to educate yourself about what regulatory requirements there were for your company to conduct business?

A I was -- I had general knowledge. We had an operations team that knew those regulations.

Q So you relied on your operations team to ensure that there was compliance with government regulation?

A Yes.

Q And who from your operations team was involved in the sale of RGAS' inventory in late 2020?

MS. GABAY: Objection to form.

THE WITNESS: Who was involved in what aspect?

BY MR. DOROGHAZI:

Q Sure. Was -- I'll ask it this way. Was anyone from your operations team involved in the Hudson transaction?

A Yes.

Q Who?

A Debbie Cook, Christina Wiggins. I believe those are the -- Katrina Bobbinger, I

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believe, if I can recall.

Q You mentioned three individuals. The first, Debbie Cook. What was Debbie Cook's role at RGAS?

A I believe her title is internal auditor. She handled logistics, along with Christina Wiggins.

Q What was Christina Wiggins' title?

A She kind of had a hybrid title. I don't remember her specific title, but she -- she handled sales at the time and also helped with logistics.

Q You mentioned Katrina? Is that her name?

A Yes.

Q Bobbinger?

A Yes.

Q What was her title?

A I think she was -- we let her go and I can't remember what time or when it was. So I don't know -- she might have been gone before the Hudson transaction. I'm not sure. She might have been on the front end of it, I can't remember the specific time that she was let go.

But she handled the logistics, freight, transportation logistics.

Q And did you -- which one of these three

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2 women did you consult with about any regulatory
3 issues that might arise in the Hudson transaction?

4 MS. GABAY: Objection to form.

5 THE WITNESS: We had no reason to
6 consult with anyone in regards to
7 potential issues in relation to this
8 transaction.

9 BY MR. DOROGHAZI:

10 Q We've been on a little bit of a tangent,
11 but going back to Exhibit 3, which is Tab 33 in your
12 binder, at the bottom of RGAS 18 there's a number
13 six.

14 Do you see that?

15 A Yes.

16 Q And that was just you confirming, again,
17 for Hudson that this is an all-or-none bid, right?

18 A Yes.

19 Q And all-or-none means selling everything
20 or selling nothing, right?

21 A Yes.

22 Q For the other potential bidders that you
23 spoke with, were they supplied similar information to
24 what Hudson was told about the bid?

25 MS. GABAY: Objection to form.

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2 THE WITNESS: What do you mean,
3 similar information?

4 BY MR. DOROGHAZI:

5 Q Sure. Let me ask it differently.

6 Were there any specific conditions that
7 you gave to other bidders that differed from the
8 conditions that you told Hudson for the bid?

9 MS. GABAY: Objection to form.

10 THE WITNESS: We didn't have any
11 other bidders that we got this far along
12 with as we did Hudson. So information
13 was different.

14 BY MR. DOROGHAZI:

15 Q When you say got as far along with, what
16 does that mean?

17 A Where we moved into pricing.

18 Q Okay. So that means that other bidders
19 may have asked you some questions but never submitted
20 a specific pricing bid?

21 A As I recall, there was not -- the
22 interaction with other potential bidders is that they
23 weren't interested in the volume, so it never
24 progressed further than that.

25 MS. GABAY: John, should we take

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2 situation, I don't -- I can't say that I,
3 at the time, understood this to mean that
4 they were the shipper of the product.

5 BY MR. DOROGHAZI:

6 Q Did you understand it to mean that Hudson
7 was going to be sending someone to pick up the
8 materials from a location where RGAS had it stored?

9 A I mean, I didn't really, at this point,
10 you know, think that too deeply into what -- I mean,
11 it was the package -- the product was packaged
12 correctly, and I didn't put much thought into, you
13 know, the freight aspect of it.

14 Q How did you know the package -- sorry.

15 How did you know the product was packaged
16 correctly at this time?

17 MS. GABAY: Objection to form.

18 THE WITNESS: Packaged correct, can
19 you define correctly?

20 BY MR. DOROGHAZI:

21 Q You just used those words. I'm literally
22 using your words.

23 A That it -- that the packaging met the DOT
24 packaging requirements and, to the best of our
25 knowledge, all of the product met the requirements

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2 and we had no reason to believe otherwise.

3 Q Had you conducted any inspection of the
4 products to confirm that it was legally packaged or
5 correctly packaged?

6 MS. GABAY: Objection to form.

7 THE WITNESS: A lot of this product
8 was new. We don't -- it's not industry
9 norms to inspect material. We knew the
10 product or, to the best of our knowledge,
11 thought the product was in compliance and
12 we didn't perform specific inspections in
13 relation to this transaction to ensure
14 compliance.

15 BY MR. DOROGHAZI:

16 Q What was the basis for your knowledge
17 that it was legally packaged?

18 MS. GABAY: Objection to form.

19 THE WITNESS: Based on our
20 operations staff and -- was knowledgeable
21 about the regulations, we believed our
22 product was in compliance.

23 BY MR. DOROGHAZI:

24 Q And this may be a question for your
25 staff.

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2 How did they know it was in compliance?
3 What gave them the belief that it was in compliance?

4 A Their knowledge.

5 MS. GABAY: Object to form.

6 BY MR. DOROGHAZI:

7 Q I believe you said their knowledge?
8 Their knowledge of what?

9 A Their knowledge of the regulations.

10 Q So besides their knowledge of the
11 regulations, how did they know that the packaging --
12 or what was the basis for their belief that the
13 packaging was correct?

14 A Well, their basis of their belief is
15 their knowledge of the regulation.

16 Q Did they ever -- so had they ever
17 inspected the packaging at all, not even in
18 connection with the Hudson transaction? Like had
19 they previously inspected it?

20 A When the package -- some of the product
21 was purchased from other suppliers and that product
22 is inspected upon arrival to our warehouse. Some of
23 the product is manufactured. Those labels and
24 cylinders are affixed with the correct DOT labeling,
25 environmental, regulatory labeling, packaged.

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2 That art work is known and the material's
3 packaged in that art work that's been approved.

4 Q Do you know when most of the -- strike
5 that.

6 You mentioned that there was some product
7 that had been manufactured. Do you know when it had
8 been manufactured?

9 MS. GABAY: Objection to form.

10 THE WITNESS: There were a number
11 of refrigerants or product. Can you be
12 specific on the particular items or
13 product?

14 BY MR. DOROGHAZI:

15 Q Sure. I mean, we can go through all the
16 refrigerants that were there, if you'd like.

17 A I have no -- I can't recall the dates
18 of -- of manufacture of these products. I mean,
19 there's older product, there's newer product. I
20 don't remember the dates, specific dates of
21 manufacture.

22 Q Did you have a sense of whether there was
23 a lot of old manufactured product or new manufactured
24 product? Did you have any sense of what that blend
25 was?

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2 A I believe it is. It's the Schedule A.

3 Q Yes. And this Schedule A is a number of
4 terms that were included with the purchase order,
5 right?

6 A As I recall, yes.

7 Q And on that page 90, Schedule A, there's
8 a heading called Product Specifications.

9 Do you see that?

10 A Yes.

11 Q And one of the -- one of the terms was
12 that: All products must be legally packaged, DOT
13 compliant and have GHS labeling.

14 Right?

15 A That's what number two reads.

16 Q And what did you understand -- well,
17 strike that.

18 I assume you reviewed both the purchase
19 order and the schedule to it when you received it,
20 right?

21 MS. GABAY: Object to form.

22 THE WITNESS: I believe I did.

23 BY MR. DOROGHAZI:

24 Q I think there was an objection to form
25 and I think you said, I believe I did; is that right?

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2 BY MR. DOROGHAZI:

3 Q I understand that you identified wanting
4 a certain credit limit.

5 Did you identify in writing in,
6 responding to the PO, in responding to Star's e-mail,
7 any other issues with the purchase order that was
8 received and the terms attached to it?

9 MS. GABAY: Objection to form.

10 THE WITNESS: I -- I don't remember
11 specifically if there was anything in
12 e-mails to any of the other items on the
13 Schedule A that were specifically
14 explicitly disagreed with.

15 BY MR. DOROGHAZI:

16 Q Did you ever call Star and tell her, we
17 don't agree with Schedule A?

18 A I can't remember -- I believe we talked
19 via a phone conversation about various things we were
20 working on that were still working through with
21 Schedule A, with the credit. I can't remember
22 specifically. Most things were handled through
23 e-mail, but I can't recall specifically if we made --
24 if I made a phone call to her to discuss those
25 particular items.

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2 and price, but it also has a Shipping Instructions
3 line, right?

4 A I see the shipping instructions on the
5 PO.

6 Q And was your statement, everything looks
7 good, applicable to the shipping instructions too, or
8 just the pricing and quantity?

9 MS. GABAY: Objection to form.

10 THE WITNESS: I didn't -- I mean,
11 everything, no, just pricing and quantity
12 were agreeable.

13 BY MR. DOROGHAZI:

14 Q So, literally, the only thing that -- in
15 these three e-mails, the phrase everything looks good
16 or all looks good, was literally only referring to
17 the pricing and the quantity?

18 A That's what I was referring to in the
19 place holder PO, in response to that or in reference
20 to that.

21 Q You also mentioned or you mentioned in
22 your testimony that there was an issue with your
23 credit limit and that had to be resolved, right?

24 A Right, I recall the credit limit issue.

25 Q This is going to be marked as Exhibit 11

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2 and it's going to be Tab 46, and it has a starting
3 Bates number of HT-0000002244 and it goes through
4 2273.

5 (Crawford Deposition Exhibit No. 11

6 marked for the record.)

7 BY MR. DOROGHAZI:

8 Q This is an e-mail from you to Star on
9 September 24th, 2020, right -- sorry -- from Star to
10 you?

11 A Yes.

12 Q And this e-mail looks to resolve the
13 credit issue, right?

14 A I believe we had agreed to set the credit
15 total -- total credit limit at 400,000, total.

16 Q It says: We understand you would prefer
17 to allow us a credit limit of 400,000 per PO and
18 therefore will schedule out the four locations on the
19 spreadsheet with total based on our attached PO
20 pricing.

21 So do you see where I just read?

22 A Yes.

23 Q So I read that to mean that there's going
24 to be a credit limit of \$400,000 on any particular
25 delivery, and that the delivery is going to be

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2 scheduled for the various -- for the four locations
3 at various times. Is that what that's saying?

4 A The intent was a total aggregate limit of
5 400,000 credit.

6 Q And did Star agree to that in this
7 e-mail?

8 MS. GABAY: Objection to form.

9 BY MR. DOROGHAZI:

10 Q I'll ask it this way.

11 Did you interpret this e-mail as Star
12 agreeing to the credit limit you had proposed?

13 A I can't recall at the time if I found it
14 to be agreement. I believe she had -- she agreed
15 400,000 total credit limit was what we were
16 extending.

17 Q And that's what you had proposed, right?
18 I'm saying the \$400,000 credit limit is
19 what you had proposed to Star, right?

20 A Previously, that's what we had proposed
21 to Hudson is that we wanted to hold total credit
22 exposure to 400,000.

23 Q And that's what Star is agreeing to in
24 this e-mail, right?

25 MS. GABAY: Objection to form.

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2 THE WITNESS: I believe it's my
3 understanding that she was agreeing to
4 the total 400,000 credit limit.

5 BY MR. DOROGHAZI:

6 Q And the e-mail says -- it also says:
7 Thanks for the call today.

8 Do you remember anything about the
9 telephone call between you and Star that seemingly
10 took place on the 24th of September?

11 A I don't recall specifically. I know we
12 had discussions. I can't remember specifically this
13 call. I know we -- like I said, I know we did, I
14 can't remember specifics.

15 I know that was the intent is to hold
16 Hudson to a total credit limit of 400,000. That's
17 what we were comfortable in our exposure to Hudson.

18 Q Do you remember on that call with Star if
19 you told her that Schedule A to the purchase order
20 was not acceptable?

21 A I don't recall if that was talked --
22 discussed, the Schedule A was discussed on that call.

23 Q So I have a question about the purchase
24 order.

25 Which is, assume -- assuming that Hudson

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2 conversation?

3 A The best I recall, it was -- Hudson
4 has -- I mean, as it happened, Hudson has an issue
5 with some of our packaging at the Progressive
6 warehouse, they would like some changes made and, you
7 know, we -- they're not willing to change -- make the
8 changes themselves at a discounted price. They would
9 like for RGAS to make the changes.

10 And I said -- I can't remember when -- I
11 think I talked to him once I had a plan just, you
12 know, here -- we've got to -- I think it was just an
13 initial -- I don't know if it was an e-mail or a
14 call, to him to say Hudson has issue with our -- some
15 of the packaging at Progressive. I'm getting more
16 details. And once I got more details and I talked to
17 Star, kind of recapped with Mr. Combs of what we
18 discussed.

19 They would -- will Hudson make the
20 changes that they're demanding themselves, discount
21 the pricing. No. Well, we need to make the changes
22 before they take -- take the product. Okay, we'll
23 try it first at the very -- it seems to be a very
24 costly, time consuming endeavor. We'll do the 410A,
25 404A, that Hudson is requiring changes to. We'll --

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2 and see how that goes.

3 Q And that's what you and Mr. Combs decided
4 in your conversation?

5 A He said that was -- you know, we'll see.
6 He agreed we'll see how that goes in the interest of
7 moving forward.

8 Q Did you and Mr. Combs ever discuss a
9 proposal where RGAS would be the shipper of record
10 and just ship the gas as-is? Was that ever
11 discussed.

12 A I don't recall a conversation
13 specifically to that, no.

14 Q Did Hudson ever propose that RGAS be the
15 shipper of record, and if that was the case it would
16 accept the gas? Was that ever -- was that ever
17 proposed, to the best you recall?

18 MS. GABAY: Objection to form.

19 THE WITNESS: I believe at
20 Progressive -- I think it was at
21 Progressive they had -- they we just
22 shipped the R22 to them.

23 BY MR. DOROGHAZI:

24 Q And besides the shipping the R22 at
25 Progressive to them, was there any other -- were you

C E R T I F I C A T E

STATE OF GEORGIA:

FULTON COUNTY:

I hereby certify that the foregoing deposition was reported, as stated in the caption, and the questions and answers thereto were reduced to written page under my direction, that the preceding pages represent a true and correct transcript of the evidence given by said witness.

I further certify that I am not of kin or counsel to the parties in the case, am not in the regular employ of counsel for any of said parties, nor am I in any way financially interested in the result of said case.

Dated this 25th day of April, 2022.

Tanya L. Verhoven-Page

Tanya L. Verhoven-Page,
Certified Court Reporter,
B-1790.